

STATE OF SOUTH CAROLINA

(Caption of Case)

BEFORE THE
PUBLIC SERVICE COMMISSION
OF SOUTH CAROLINA

COVER SHEET

COPY
Filed: led
Dept: SA
Date: 8/19/16
Time: 3:54

DOCKET/NDI
NUMBER:

2016 - 309 - C
1997-115-C

(Please type or print) Ben Mustian
Submitted by:

SC Bar Number: 68269

Address: Post Office Box 8416

Telephone: 803-252-3300

930 Richland Street

Fax:

Columbia, SC 29202

Other:

Email: bmustian@willoughbyhoefer.com

NOTE: The cover sheet and information contained herein neither replaces nor supplements the filing and service of pleadings or other papers as required by law. This form is required for use by the Public Service Commission of South Carolina for the purpose of docketing and must be filled out completely.

DOCKETING INFORMATION (Check all that apply)

☐ Emergency Relief demanded in petition

☐ Request for item to be placed on Commission's Agenda expeditiously

☐ Other:

INDUSTRY (Check one)

NATURE OF ACTION (Check all that apply)

- ☐ Electric
☐ Electric/Gas
☐ Electric/Telecommunications
☐ Electric/Water
☐ Electric/Water/Telecom.
☐ Electric/Water/Sewer
☐ Gas
☐ Railroad
☐ Sewer
☐ Telecommunications
☐ Transportation
☐ Water
☐ Water/Sewer
☐ Administrative Matter
☐ Other: _____

- ☐ Affidavit
☐ Agreement
☐ Answer
☐ Appellate Review
☐ Application
☐ Brief
☐ Certificate
☐ Comments
☐ Complaint
☐ Consent Order
☐ Discovery
☐ Exhibit
☐ Expedited Consideration
☐ Interconnection Agreement
☐ Interconnection Amendment
☐ Late-Filed Exhibit

- ☐ Letter
☐ Memorandum
☐ Motion
☐ Objection
☐ Petition
☐ Petition for Reconsideration
☐ Petition for Rulemaking
☐ Petition for Rule to Show Cause
☐ Petition to Intervene
☐ Petition to Intervene Out of Time
☐ Prefiled Testimony
☐ Promotion
☐ Proposed Order
☐ Protest
☐ Publisher's Affidavit
☐ Report

- ☐ Request
☐ Request for Certification
☐ Request for Investigation
☐ Resale Agreement
☐ Resale Amendment
☐ Reservation Letter
☐ Response
☐ Response to Discovery
☐ Return to Petition
☐ Stipulation
☐ Subpoena
☐ Tariff
☐ Other: _____

RECEIVED

AUG 19 2016

PSC SC
MAIL / DMS

WILLOUGHBY & HOEFER, P.A.
ATTORNEYS & COUNSELORS AT LAW

MITCHELL M. WILLOUGHBY
JOHN M.S. HOEFER
RANDOLPH R. LOWELL**
TRACEY C. GREEN
BENJAMIN P. MUSTIAN**
ELIZABETH ZECK*
ELIZABETHANN LOADHOLT CARROLL
CHAD N. JOHNSTON
JOHN W. ROBERTS
ANDREW J. D'ANTONI

ELIZABETH S. MABRY
JAMES PATRICK HUDSON
OF COUNSEL

JOSEPH H. FARRELL, III
SPECIAL COUNSEL

OFFICES:

COLUMBIA
930 RICHLAND STREET
P.O. BOX 8416
COLUMBIA, SC 29202-8416

CHARLESTON
151 MEETING STREET
SUITE 325
P.O. BOX 10
CHARLESTON, SC 29402

AREA CODE 803
TELEPHONE 252-3300
TELECOPIER 256-8062

August 19, 2016

*ALSO ADMITTED IN TX
**ALSO ADMITTED IN WASHINGTON, D.C.

VIA ELECTRONIC FILING

The Honorable Jocelyn G. Boyd
Chief Clerk/Administrator
South Carolina Public Service Commission
101 Executive Center Drive
Columbia, South Carolina 29211

RECEIVED

AUG 19 2016

**PSC SC
MAIL / DMS**

Re: Petition of MCImetro Access Transmission Services LLC for Any Approvals
Required for Corporate Restructuring and Name Change
Docket No. 2016-309-C

Dear Ms. Boyd:

Attached for filing on behalf of MCImetro Access Transmission Services LLC d/b/a Verizon Access Transmission Services is a Petition.

By copy of this letter, we are serving the South Carolina Office of Regulatory Staff with a copy of this Petition and attach a certificate of service to that effect.

If you have any questions regarding this matter, please advise.

Very truly yours,

WILLOUGHBY & HOEFER, P.A.


John M. S. Hoefer

JMSH/sw
Enclosure

cc: D. Dukes Scott, Esquire
Shannon Bower Hudson, Esquire

STATE OF SOUTH CAROLINA

(Caption of Case)

Petition of MCImetro Access Transmission Services
LLC for Any Approvals Required for Corporate
Restructuring and Name Change

BEFORE THE
PUBLIC SERVICE COMMISSION
OF SOUTH CAROLINA

COVER SHEET

DOCKET

NUMBER: 2016 - - -

(Please type or print)

Submitted by: John M. S. Hoefer

SC Bar Number: 2549

Address: Willoughby & Hoefer, P.A.

Telephone: 803-252-3300

Fax: 803-771-2410

P.O. Box 8416

Other:

Columbia, South Carolina 29202

Email: jhoefer@willoughbyhoefer.com

NOTE: The cover sheet and information contained herein neither replaces nor supplements the filing and service of pleadings or other papers as required by law. This form is required for use by the Public Service Commission of South Carolina for the purpose of docketing and must be filled out completely.

DOCKETING INFORMATION (Check all that apply)

☐ Emergency Relief demanded in petition

☐ Request for item to be placed on Commission's Agenda expeditiously

☐ Other:

INDUSTRY (Check one)

- ☐ Electric
☐ Electric/Gas
☐ Electric/Telecommunications
☐ Electric/Water
☐ Electric/Water/Telecom.
☐ Electric/Water/Sewer
☐ Gas
☐ Railroad
☐ Sewer
☒ Telecommunications
☐ Transportation
☐ Water
☐ Water/Sewer
☐ Administrative Matter
☐ Other:

NATURE OF ACTION (Check all that apply)

- ☐ Affidavit
☐ Agreement
☐ Answer
☐ Appellate Review
☐ Application
☐ Brief
☐ Certificate
☐ Comments
☐ Complaint
☐ Consent Order
☐ Discovery
☐ Exhibit
☒ Expedited Consideration
☐ Interconnection Agreement
☐ Interconnection Amendment
☐ Late-Filed Exhibit
☐ Letter
☐ Memorandum
☐ Motion
☐ Objection
☒ Petition
☐ Petition for Reconsideration
☐ Petition for Rulemaking
☐ Petition for Rule to Show Cause
☐ Petition to Intervene
☐ Petition to Intervene Out of Time
☐ Prefiled Testimony
☐ Promotion
☐ Proposed Order
☐ Protest
☐ Publisher's Affidavit
☐ Report
☐ Request
☐ Request for Certification
☐ Request for Investigation
☐ Resale Agreement
☐ Resale Amendment
☐ Reservation Letter
☐ Response
☐ Response to Discovery
☐ Return to Petition
☐ Stipulation
☐ Subpoena
☐ Tariff
☐ Other:

Print Form

Reset Form

**BEFORE THE
PUBLIC SERVICE COMMISSION OF SOUTH CAROLINA**

Docket No. 2016-309-C

Petition of MCImetro Access)
Transmission Services LLC for Any)
Approvals Required for Corporate)
Restructuring and Name Change)

CERTIFICATE OF SERVICE

This is to certify that I have caused to be served this day one (1) copy of a **Petition** for the above-captioned matter via electronic mail and first class mail at the addresses indicated below:

C. Dukes Scott, Esquire
Shannon Bower Hudson, Esquire
South Carolina Office of Regulatory Staff
1401 Main Street, Suite 900
Columbia, SC 29201
cdscott@regstaff.sc.gov
shudson@regstaff.sc.gov


Sheila Wright

Columbia, South Carolina
August 19, 2016

**BEFORE THE
PUBLIC SERVICE COMMISSION OF SOUTH CAROLINA**

Docket No. 2016-309-C

Petition of MCImetro Access)	
Transmission Services LLC for Any)	
Approvals Required for Corporate)	<u>PETITION</u>
Restructuring and Name Change)	

MCImetro Access Transmission Services LLC d/b/a Verizon Access Transmission Services ("MCImetro LLC") respectfully petitions the Public Service Commission of South Carolina ("Commission") for approval (1) to change its name to MCImetro Access Transmission Services Corp. d/b/a Verizon Access Transmission Services ("MCImetro Corp.") as the result of its planned conversion from a limited liability company to a corporation; and (2) to undertake a corporate restructuring that will merge MCImetro Access Transmission Services of Massachusetts, Inc. ("MCImetro Mass") into MCImetro Corp., leaving MCImetro Corp. as the surviving entity. This Petition is filed pursuant to S.C. Code Ann. § 58-9-310 (2015) and in accordance with 10 S.C. Code Regs. 103-825 (2012).

I. DESCRIPTION OF THE COMPANIES

1. MCImetro LLC is a Delaware limited liability company certificated by this Commission as a competitive local exchange carrier providing local exchange services in South Carolina as well as throughout most of the United States. MCImetro Mass is a Georgia corporation that provides service only in the state of Massachusetts. MCImetro Mass does not operate, nor is it certificated, in the state of South Carolina.

2. MCImetro LLC and MCImetro Mass are affiliates. MCImetro LLC is a wholly owned subsidiary of Verizon Business Network Services Inc., which is a wholly

Handwritten initials

owned subsidiary of MCI Communications Corporation. MCImetro Mass is a wholly owned subsidiary of MCI Communications Corporation. MCI Communications Corporation is a wholly owned subsidiary of Verizon Business Global LLC, which in turn is wholly owned by the publicly traded parent corporation, Verizon Communications Inc. ("Verizon"). MCImetro LLC and MCImetro Mass share the same officers and directors.

II. MCIMETRO LLC'S REPRESENTATIVES

3. MCImetro LLC's representatives in this proceeding are its undersigned counsel.

III. DESCRIPTION OF THE TRANSACTION

4. MCImetro LLC proposes to convert from a limited liability company to a corporation and change the company's name to MCImetro Access Transmission Services Corp. The conversion from a limited liability company to a corporation will enable MCImetro LLC to acquire MCImetro Mass through merger. As part of the transaction, after MCImetro LLC is converted into MCImetro Corp., Verizon's corporate structure would be simplified by merging MCImetro Mass into MCImetro Corp. After the transaction is completed, MCImetro Corp. will provide service in 48 states (including Massachusetts) and in the District of Columbia, and no separate MCImetro entity will serve just Massachusetts. Diagrams depicting the corporate structure before and after the transaction are provided in Exhibit "A."

5. The transaction will not result in a change to the rates, terms, and conditions of the services that MCImetro LLC offers to customers. The proposed merger will be seamless and transparent to customers, who will continue to be served in the same manner as they are today. MCImetro Corp. will continue to be a wholly owned Verizon

subsidiary and will retain all of the managerial, technical and financial resources that are available to MCImetro LLC today. MCImetro Corp. will continue to conduct business in accordance with all applicable South Carolina laws, rules, and regulations and the orders of this Commission. The proposed transaction therefore will not affect the operations of MCImetro LLC and will be transparent to customers.

6. MCImetro LLC intends to send its customers notice of the transaction in or about September 2016. The notice will inform MCImetro LLC's customers of the name change and merger of MCImetro Corp. and MCImetro Mass.

7. MCI Metro LLC submits that, because the proposed transaction and resulting name change will have no impact on service to customers, no hearing is necessary under §58-9-310 and therefore none is "due." Further, because no hearing is due and MCImetro LLC will be separately notifying customers, no notice of filing or hearing is necessary under 10 S.C. Code Regs. 103-804.I and J (2012) and these requirements should be waived under 10 S.C. Code Regs. 103-803 (2012). *Cf. In Re: Application of Qwest Communications Corporation*, 2009 WL 9567646 (2009) (Commission determining in Order No. 2009-65 that requirement of public notice may be waived where a name change results from a conversion of corporation to a limited liability company). Notwithstanding the foregoing, should the Commission determine that notice is required or a hearing is due, that they be expedited as requested below.

IV. RELIEF REQUESTED

8. MCImetro LLC respectfully requests that the Commission grant its approval so that: (1) MCImetro LLC may change its name to MCImetro Access Transmission Services Corp. d/b/a Verizon Access Transmission Services; and (2) MCImetro Mass and MCImetro Corp. may merge, leaving MCImetro Corp. as the

surviving entity. MCImetro LLC also requests approval to change the name of its certificate of public convenience and necessity to MCImetro Access Transmission Services Corp. d/b/a Verizon Access Transmission Services, effective as of November 1, 2016, or as soon thereafter as the transaction is consummated.

9. MCImetro LLC further requests that the requirements for public notice and a hearing be waived.

10. The merger is planned to be closed on October 31, 2016. MCImetro LLC therefore respectfully requests that the Commission grant expedited review and approval of this Petition so that an order of approval may be issued no later than October 14, 2016. If notice and hearing are required, MCImetro LLC requests that any notice period be abbreviated and that any hearing be scheduled accordingly.

WHEREFORE, having fully set forth its Petition, MCImetro LLC respectfully requests that the Petition, and such other and further relief as the Commission may find just and proper, be granted.

Respectfully Submitted,

WILLOUGHBY & HOEFER, P.A.

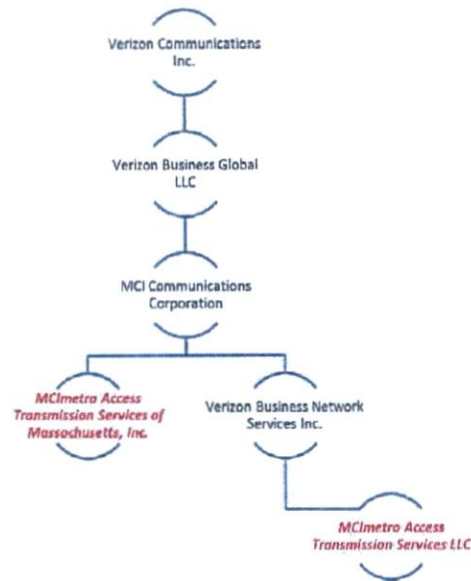
BY: s/John M. S. Hoefer
John M. S. Hoefer
Benjamin P. Mustian
Post Office Box 8416
Columbia, South Carolina
29202-8416
803-252-3300

Attorneys for MCImetro Access
Transmission Services LLC

Columbia, South Carolina
This 17th day of August, 2016

Exhibit "A"

Corporate Structure Before Transaction



Corporate Structure After Transaction

